



SIFL/SECT/KK/14-15/129
October 08, 2014

The Secretary
The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata - 700 001
Fax: 033-2210 4500/4491; 2230 3020
CSE Scrip Code: 29051

Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance

Pursuant to Clause 49 of the Listing Agreement, please find enclosed herewith the quarterly Compliance Report of the Company on Corporate Governance for the Quarter ended on 30th September, 2014.

This is for your information and record.

Thanking you.

Yours faithfully,
For **Srei Infrastructure Finance Limited**

Sandeep Lakhotia
Company Secretary

Encl.: as above

cc : The Secretary

- 1. BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
Fax: 022-2272 2037/2039/2041/3121
BSE Scrip Code: 523756
- 2. National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051
Fax: 022-2659 8237/38; 2659 8347/48
NSE Symbol: SREINFRA

Srei Infrastructure Finance Limited

CIN: L29219WB1985PLC056352

Registered Office : 'Vishwakarma' 86C, Topsia Road (South), Kolkata - 700 046

Tel.: +91 33 22850112-15, 61607734 Fax: +91 33 2285 8501/7542

Website: www.srei.com



**Quarterly Compliance Report on Corporate Governance
under Clause 49 of the Listing Agreement**

Name of the Company : SREI INFRASTRUCTURE FINANCE LIMITED

Quarter ending on : 30TH SEPTEMBER, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (IA)	Yes	Composition of Srei's Board complies with this Clause. The Board comprises of 2 Non-Executive Directors, 1 Executive Director (Chairman and Managing Director) and 6 Non-Executive and Independent Directors.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	The Non - Executive Directors do not get any compensation except sitting fees for attending the Board / Board Committee Meetings and annual commission on net profits.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	Srei's Board meets atleast 4 times a year and urgent matters are addressed through Circular Resolutions. All the Directors of the Board comply with Clause C (ii).
(D) Code of Conduct	49 (ID)	Yes	Srei has put in place a Code of Conduct for Directors & Senior Management Personnel and declaration, as necessary, has been made in the Annual Report for the Financial

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Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
			Year 2013-14. The aforesaid Code is also hosted on the website of the Company.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	Srei has an independent Audit Committee complying with all the requirements.
(B) Meeting of Audit Committee	49 (II B)	Yes	
(C) Powers of Audit Committee	49 (II C)	Yes	
(D) Role of Audit Committee	49 (II D)	Yes	
(E) Review of Information by Audit Committee	49 (II E)	Yes	
III. Subsidiary Companies	49 (III)	Yes	The Company does not have any material non-listed Indian subsidiary.
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Related party transactions are being placed before the Audit Committee.
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A.	-
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	Utilisation of proceeds from public issue was placed before the Audit Committee, when such issues were made.
(E) Remuneration of Directors	49 (IV E)	Yes	All the disclosure requirements relating to remuneration of Directors have been complied with.
(F) Management	49 (IV F)	Yes	Detailed Management Discussion and Analysis Report forms part of the respective years' Annual Report.
(G) Shareholders	49 (IV G)	Yes	The requisite information to be provided to the

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Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
			shareholders under Clause 49 (IV G) has been furnished in the Notice of the Annual General Meeting and in the Annual Report of the Company for the respective years.
V. CEO/CFO Certification	49 (V)	Yes	-
VI. Report on Corporate Governance	49 (VI)	Yes	-
VII. Compliance	49 (VII)	Yes	-

Dated: October 08, 2014

Signature : 
Name : **Sandeep Lakhotia**
Designation : **Company Secretary**

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